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*Attorneys for Defendant,*
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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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MICHAEL BELSOLE,

Plaintiff,

-against-

TERADATA CORPORATION,

Defendant.

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DOCKET NO.:
7:16-cv-03173(NSR)(PED)

**DECLARATION OF TIMOTHY R. BUTLER IN SUPPORT OF**
**DEFENDANT'S MOTION TO DISMISS AND COMPEL ARBITRATION**

Timothy R. Butler declares, under penalty of perjury, as follows:

1. I make this declaration from my own personal knowledge in support of Defendant Teradata Corporation's ("Teradata") Motion to Dismiss the Complaint and Compel Arbitration.

2. I am presently employed by Teradata as its Litigation and Human Resources counsel. I have held this position since September 2007, when Teradata became a stand-alone corporate entity. For purposes of this Declaration, I have reviewed relevant Teradata records and personnel records of Michael Belsole.

3. Teradata was initially a business unit of NCR Corporation ("NCR"), which became a separate corporate entity in 2007 when it was spun off by NCR. Michael Belsole was originally employed by NCR and served in various capacities, eventually becoming an Account Executive for Teradata's Manufacturing/Consumer Products Group.

4. As a condition of his employment with NCR, Mr. Belsole signed an Employment Agreement ("Agreement") dated March 26, 1990 which contained a provision requiring him to submit any controversy, claim or dispute arising out of or relating to the Agreement to arbitration before the American Arbitration Association ("AAA"), to be arbitrated in accordance with the AAA's rules.

5. Attached hereto as Exhibit A is a true and accurate copy of NCR's Employment Agreement signed by Mr. Belsole on March 26, 1990.

6. On January 8, 2007, NCR announced the decision of the NCR Corporation Board of Directors to implement the separation of NCR Corporation and the Teradata Division of NCR Corporation. Defendant Teradata Corporation is a spinoff of NCR which was created by distributing NCR's ownership interest in that business unit as a stock dividend to existing shareholders.

7. By letter dated August 15, 2007, NCR explained the above to Mr. Belsole and other employees in the Teradata business unit and confirmed Mr. Belsole's employment would be transferred from NCR to Teradata Corporation effective September 24, 2007.

8. Mr. Belsole retained the exact same position and compensation with Teradata. Teradata also honored Mr. Belsole's seniority, vacation, and other benefits he earned at NCR. Mr. Belsole executed the August 15, 2007 letter on August 26, 2007.

9. Attached hereto as Exhibit B is a true and accurate copy of NCR's letter dated August 15, 2007 and executed by Mr. Belsole on August 26, 2007 ("Letter").

10. Effective September 1, 2009, Teradata implemented an Internal Dispute Resolution Policy ("IDR Policy"), which was a successor of NCR's arbitration policy called Addressing Concerns Together ("ACT"). The IDR Policy was made available to all employees including Mr. Belsole and was also published on Teradata's intranet page.

11. Attached hereto as Exhibit C is a true and accurate copy of Teradata's IDR Policy, effective September 1, 2009.

12. Teradata terminated Mr. Belsole for performance reasons on January 28, 2015.

I declare, under the penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Dated: August 2, 2016

Timothy R. Butler